

**COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.**

A Professional Corporation

Court Plaza North

25 Main Street

P.O. Box 800

Hackensack, New Jersey 07602-0800

(201) 489-3000

(201) 489-1536 Facsimile

Michael D. Sirota, Esq.

Ilana Volkov, Esq.

Warren A. Usatine, Esq.

Proposed Co-Counsel to the Official
Committee of Unsecured Creditors of
Shapes/Arch Holdings L.L.C., et al.

In re:

SHAPES/ARCH HOLDINGS L.L.C., et al.,

Debtors.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
HON. GLORIA M. BURNS
CASE NO. 08-14631(GMB)

Chapter 11
(Jointly Administered)

**APPLICATION FOR AN ORDER
APPROVING THE RETENTION OF
COLE, SCHOTZ, MEISEL, FORMAN &
LEONARD, P.A. AS CO-COUNSEL TO
THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, *NUNC PRO
TUNC* TO MARCH 31, 2008, PURSUANT
TO 11 U.S.C. §§ 328(a) AND 1103(b)**

TO: HONORABLE GLORIA M. BURNS
United States Bankruptcy Judge

The Application of the Official Committee of Unsecured Creditors (the "Committee") of
Shapes/Arch Holdings L.L.C., et al. (the "Debtors"),¹ for approval of its retention of Cole,

¹ The Debtors are Shapes/Arch Holdings L.L.C., Shapes L.L.C., Delair L.L.C., Accu-Weld L.L.C., and Ultra L.L.C.

Schotz, Meisel, Forman & Leonard, P.A. (“Cole Schotz”) as the Committee’s co-counsel, *nunc pro tunc* to March 31, 2008, pursuant to 11 U.S.C. §§ 328(a) and 1103(b), respectfully states as follows:

1. On March 16, 2008 (the “Filing Date”), the Debtors each filed a voluntary petition for relief pursuant to Chapter 11 of Title 11, United States Code (the “Bankruptcy Code”). Since the Filing Date, the Debtors have remained in possession of their assets and continued in management of their businesses as debtors-in-possession pursuant to Section 1107 and 1108 of the Bankruptcy Code.

2. On March 31, 2008, the Office of the United States Trustee for the District of New Jersey appointed the Committee. The Committee consists of the following members: (a) Alcan, Inc. (Co-Chair), (b) Rusal America Corp. (Co-Chair), (c) United Parcel Service, (d) Perfect Trade Development Co./Kotech Industry and Co., Ltd., (e) Coil Plus PA, Inc., (f) Acme Corrugated Box Co., (g) Glencore Ltd., (h) Colorworks Graphic Services, Inc., and (i) Public Service Enterprise Group Inc.

3. The Committee selected Halperin Battaglia Raicht, LLP (“HBR”) and Cole Schotz as its co-counsel, effective as of March 31, 2008.

4. The Committee wishes to retain Cole Schotz to perform the following legal services:

- (a) serve as local counsel to HBR;
- (b) serve as conflicts counsel to the Committee in matters involving or related to The CIT Business Group/Business Credit, Inc., for itself and as agent for certain pre- and post-petition lenders; and

(c) perform any other legal services requested by the Committee or HBR and necessary herein, subject to coordinating with HBR to avoid duplication of services.

5. The Committee has selected Cole Schotz because of the firm's considerable experience in business reorganizations and in other areas of law applicable to these Chapter 11 proceedings. The Committee believes Cole Schotz is duly qualified to represent the Committee in these proceedings, and the services of Cole Schotz are necessary and essential to the Committee's performance of its duties.

6. As evidenced by the accompanying Affidavit of Michael D. Sirota, Esq. (the "Sirota Affidavit"), Cole Schotz does not hold or represent any interests adverse to the Debtors, their creditors or estates in these matters.

7. The Committee is aware that Cole Schotz represents (a) Uneeda Bolt & Screw Company, Inc., a creditor of Delair, L.L.C., and (b) H.I.G. Capital, whose portfolio company is Signature Aluminum, an affiliate of Arch Acquisition I, LLC, an alleged creditor and a party interested in providing alternate debtor-in-possession financing and/or acquiring substantially all the Debtors' assets, each in matters unrelated to the Debtors or these proceedings. For the reasons set forth in the Sirota Affidavit, the Committee does not believe that these relationships disqualify Cole Schotz from being retained in these matters.

8. It is the Committee's understanding that Cole Schotz will be submitting detailed statements to the Court setting forth the services rendered and seeking compensation and reimbursement of expenses. The Committee also understands that Cole Schotz will be applying to the Court for authority to be paid its fees and expenses pursuant to its obligation under the Bankruptcy Code and any administrative fee orders entered in these proceedings, to which the Committee consents.

WHEREFORE, the Committee respectfully requests that the Court enter an Order approving the Committee's retention of Cole, Schotz, Meisel, Forman & Leonard, P.A. as its co-counsel herein, effective as of March 31, 2008, and granting such other relief as the Court deems just and appropriate under the circumstances.

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
SHAPES/ARCH HOLDINGS L.L.C., et al.

DATED: April 3, 2008

By: /s/ *Brian Bull*
Brian Bull, Co-Chairperson

DATED: April 3, 2008

By: /s/ *Richard Kellner*
Richard Kellner, Co-Chairperson